

40 *Something*

OVER 40 AND IN THEIR 40s

FROM
41
TO
76
OLDEST
ISSUE
EVER!



KAY
AGE 48

LEILANI
AGE 47

GIA
AGE 46

**SLOPPY FACIALS,
ANAL XXX & WILD
THREESOMES!**



PACKED WITH OVER-60s!



LAYLA
AGE 41



**NAUGHTY
ALYSHA, 41
DOUBLE
STUFFED!**

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SCORE SPECIAL 231



**BEA
CUMMINS, 68
GRANNY'S
SECRET
SHOW!**

20

47-year-old first-timer Leilani Lei wants you to take a look deep inside!



40 OVER 40 AND IN THEIR PRIME *Something*

JULY 2012 • SCORE SPECIAL #231

CONTENTS

FEATURES

12 FUCKIN' OLD LADIES

A preview of our newest DVD, featuring six 60Plus MILFs. Rita Daniels takes two guys up her ass, amateur Donna Davidson is double-stuffed, plus Jewel, Lola Lee & more.

20 THE 40SOMETHING INTERVIEW

Meet Leilani Lei, a 47-year-old, little bundle of fuck toy who gets her legs behind her head so you can inspect her pretty pussy. It's one of the pinkest fuck holes ever!

54 SNEAK PEEK!

An eight-page preview of the upcoming issue of *60Plus MILFs* magazine, featuring Georgette Parks in XXX action, Howard Stern's favorite GILF and lots more.

DEPARTMENTS

5 DATELINE

A forum for readers' comments, suggestions and opinions. This issue: wet, open holes (and see if you can guess the mystery hole) and a horny female reader.



KAY AGE 48



LAYLA AGE 41



STACIE AGE 43



TRISHA AGE 56



RITA DANIELS STARS IN **FUCKIN' OLD LADIES**



60PLUS MILFs MAG PREVIEW **PAGE 54**



BEA AGE 68



GIA MARIE AGE 46



NAUGHTY ALYSHA AGE 41

44

Naughty wife Alysha enjoys a double stuffing.

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A LOT OF WET, OPEN HOLES MADE ISSUE #225 A WINNER

Dear 40Something,

Wow! I had given up on your publication and was not going to renew my subscription, but 40Something #225 shows that you can still put out excellent stroke material. Hot, open, wet holes is the important thing.



Gina Rome
opens up
her wet
hole, and
that's a
good
thing.

The "DVD Pick" of *Stuffed MILFs* #2: Great action shots. Gina Rome spreading her cunt while sucking cock is wonderful.

Stacie King: Lots of nice hole shots. I can't wait to see her in action.

Katia: Truly a possible superstar. She is obviously willing to open herself wide. I love seeing a large shot looking straight into her hole. I'd love to see her do an interracial DP scene (anal and vaginal rather than oral). She should write a column.

Naughty Alysha also shows a lot of her holes.



Kristyna
has
large
cunt
lips.



Stacie (left) and Naughty Alysha
have very accommodating holes.

I'd love to see you publish shots of Alysha with her cervix and anus pushed out or inserting unusual objects.

Ruthie should be doing gang bang scenes with multiple creampie or facials. Her layout is a little tame.

Georgette Parks: More hole shots wanted.

Jackie Pierson can be special. Let's see the inside of those holes. Lovely cock-sucking shots. Is anal next?



Jackie
needs
cock in
her ass.

Cori Gates: Interesting spread and clit. I would like to see her open that hole more, or is she that tight?

Kristyna is very interesting with big, flappy outer labia. I'd love to see her spread those inner lips and get that clit sticking out.

The "Sloppy, Gaping Pussies" feature should be in every issue. A large inset of the model's open holes should be a part of every photo set. I'd love to see more of Connie McCoy. Her deep, black hole is worthy of further exploration, as is Debi's. All the models in this compilation are worthy of more shots.

Elle Denay is a sexy MILF next door, but three-ways should be vaginal/anal, double vaginal or double anal. Oral/vaginal or oral/anal is a little tame.

Keep up the good work.—Chessifan, via email

Dear Chessifan: Thanks for sticking with us! We love hearing from you and take your comments seriously. Stacie King has a threesome beginning on page 90 of this issue's international editions. Stacie gets her mouth, pussy and ass fucked.

Jackie Pierson has two hardcore scenes at the website 50PlusMILFs.com. In one, she gets a creampie, and in the other, she sucks and fucks a big, black cock. No anal yet, but keep your fingers crossed.

As for the photo below, email your guesses to letters@40SomethingMag.com.

GUESS WHOSE HOLE?



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THIS IS ADULT MATERIAL

All of the performers/models, and all of the characters that they portray, were over 18 years of age at the time of the photography. The content is inappropriate for minors, and appropriate care should be taken to ensure that it is not viewed by anyone under 18 years of age.

Connie McCoy displays her ability to do a split...and her gaping pussy!



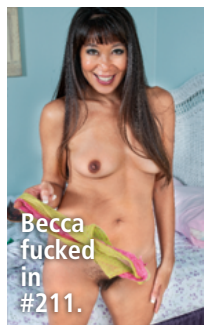
CELEBRITIES, ASIAN MILFs & THE CHEERLEADER FANTASY

Dear 40Something,

It was a pleasant surprise to see Hattie in 50Plus MILFs (SCORE Special #220), even though she wasn't completely naked. I hope she gets favorable feedback from her fans. Is there any chance you could get Dayle Hinman

from the television show *Body of Evidence* to be in your magazine? How about Grace Lee Whitney from the 1960s *Star Trek* show?

I'd love to see return appearances by Dee Dee



Derian, Desi Foxx and Rose Marie. How about a layout of Desi as a mannequin or statue brought to life when a guy fucks her? How about Calliste Garnette as a cheerleader with no panties or any blonde model doing the cheerleader fantasy? How about Connie McCoy doing a split with her legs straddling two chairs and an underneath view of her spread pussy?

I hope you keep featuring Asian women on a regular basis. The more Asians the better. How about launching an all-Asian magazine? How about



publishing 50Plus MILFs on alternating months with 40Something so we would essentially have a monthly magazine?—S.D., Baltimore, Maryland

Dear S.D.: For whatever reason, very few Asian women have shown an interest in posing for 40Something. When we find one who is interested (and is also beautiful and sexy), we get right on it and invite them to our studio.

As for mature celebrities, we tend to focus on amateur, women-next-door, although if they're reading this, both Dayle and Grace Lee are welcome to send in their test shots!

SHE'S INSPIRED BY THE WOMEN OF 40SOMETHING

Dear 40Something,

My boyfriend, John, has a large collection of a lot of your products. John and I are both married, although not to each other, and have enjoyed a deep, adventurous and satisfying relationship for over 20 years.

Mags such as yours and similar DVDs form an integral part of the fun that John and I have together. During some of our sessions, we sit on a sofa or in bed looking at your models. We discuss what we like about them, what they are wearing, what they are showing and what they are doing. All the while we are playing with ourselves and each other. I enjoy seeing other women display their bodies, but I also like to imagine myself in their places, showing myself and being photographed. It is the thought of a vast, unseen audience looking at me that really turns me on. I also like to see women of my age flaunting themselves for my pleasure and inspiration.

I particularly like the type of women you feature because they are all so pro-

fessionally posed. They show us everything and look as if they are enjoying what they are doing. In the closeup shots, we can see their wetness, but

NO CLOTHING, NO TOYS... LET'S SEE IT ALL, LADIES!

Dear 40Something,

When I was a very young man (22

years old), my first real lover/sex partner was a woman nearing her retirement years. I remember her with a great deal of fondness and affection. Her mature body was not perfect, but I did not care. Her boobs were not as firm as she thought they should be and she was insecure about her sagging stomach. However, I did not care and saw her as a sexy, mature woman.

That being said, it drives me crazy when you allow your models to discreetly cover the "defects" of their aging bodies with clothing or sex toys. Please pay these women a little extra to appear fully nude.

For example, Katia in March '12 (40Something #225) would have been over the top without clothing, garters...with nothing on. The same goes for Kristyna. Nudity is what sells your magazine.—Billy, South Carolina

Dear Billy: Indeed, nudity is what sells our magazine, but many readers enjoy seeing mature women in sexy lingerie and clothing, stockings, garters, etc., before or while they're getting naked, and our goal is to appeal to everyone.

As for what the models show and don't show, very rarely is money the incentive for a woman to pose for us. They almost always do it for fun and adventure...maybe even to cross something off their to-do list. So, if a woman isn't comfortable revealing a particular part of her body, chances are more money isn't going to change her mind. We're grateful that our models are willing to show us their bodies, and it's important that they feel comfortable in front of the camera. That being said, we try to present our models as naturally as possible.

KEEP THE LADIES REAL AND KEEP THE hardcore AWAY

Dear 40Something,

How about a readers survey page like magazines used to do? If you could collect opinions as to what your readers want, you might be surprised. The letters column is not a big enough sample of readers' tastes.

A trend I hate in U.S. magazines is towards couples and hardcore. I want to see a solo girl or woman and imagine myself with her. I find it very jarring to see some guy boning the woman I'm trying to relate to. So, more solo women, please. Many other SCORE publications are moving this way, and I have canceled about half my subscriptions because of this.

Second, I want to relate to the women I see every day. Beautiful people with lots of makeup, fake breasts, etc., don't turn me on at all. I am interested in looking at women I work with, shop with, etc., not some unattainable model. Your *Naughty Neighbors* magazine is a good step in this direction and happens to be my favorite SCORE Group mag.

I can go on and on with what I prefer, but it would be getting into the area of personal preference rather than overall suggestions. I prefer unshaved genitals, clear, sharp shots (never airbrush out or soft-focus buttocks, etc.) and so on.—A.G., Oak Ridge, Tennessee

MARGO SULLIVAN'S WILLING SEX SLAVE...ONE OF MANY!

Dear 40Something,

Margo Sullivan (40Something #223) is just stunning. What an absolute goddess! I have never seen a woman so perfect, so please bring her back to your pages before she is 61. In fact, before she is 52! And please, please,



Margo takes control, and that's why she's on top.

**50Plus MILF
Katia looks
super-sexy
in lingerie,
don't you
think?**



you can also tell from their expressions that they are having a good time. I prefer to see a model looking directly at the camera so one can see that they are aware of what they are doing.

As well as women on their own, men and women together and men on their own, I also enjoy seeing two women having fun. Unlike two men in action, two women are usually straight girls who are happy to be adventurous as an extension of their normal displays. Most mags feature girl-on-girl sessions in their pages. You do occasionally. You have your older women regularly posed with a man, so how about some older women posed together?—Marilyn, Bath, England

Dear Marilyn: Since you enjoy the magazine so much (and say you're inspired by the women of 40Something), have you ever considered becoming a 40Something model yourself? Check out the ad on page 71 of this issue for more information.

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please tell her that she has a desperate fan and wannabe slave all the way over in England. What a woman—Andy, via email

ANYBODY FOR A THREESOME WITH 76-YEAR-OLD SANDRA?

Dear 40Something,

40Something gets hotter by the issue. I can't stop looking at the fantastic Sandra Ann in the September '11 issue (40Something #217). What a super-sexy lady who is at ease with her great body. She really loves big tools to suck, her legs open and ready for action.

I read all your mags in the UK. They are a great value with lovely, sexy



Sandra Ann is by far the horniest 76-year-old we know.

ladies in every issue. I bet a few readers would love a threesome with Sandra Ann. Let's see more of her soon, maybe in action with another lady, maybe Jewel, Lola Lee or Valerie.

Congrats on a great mag. Georgette Parks is one sexy lady who loves sex. She reminds me of a woman I used to know who loved sucking big tools and going knickerless at 63.—T.R., England

A GOOD REASON TO MOVE TO MARMORA, NEW JERSEY

Dear 40Something,

40Something presents 50Plus MILFs... wow! There is a common, sexy thread that runs through the minds of most older, mature models: public sex and nudity. Of course, they're in a magazine, but as it is with the 30something, 40something and older moms in our neighborhood, they enjoy being nude, or nearly so, in public.

I've known women who would love to fuck for the halftime show of the Super Bowl. Until our prudish culture

continued on page 18

ORDER YOUR COCK PUMP TODAY!

PAGE 9

40Something®

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DVD OF THE MONTH

All over-60! Rita Daniels, 61, gets ass-fucked by two big-dicked studs. Newcomer Donna Davidson has a three-way in her first hardcore scene, 64-year-old amateur Bethany James, plus Luna Azul, Jewel and Lola Lee.

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SP231

BACK ISSUES OF THE BEST

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SP205 Because older is always better! Sandra Ann, 76, is our oldest GILF ever, and she's getting fucked on-camera for the first time! Plus, Destiny Anne, slutty redhead Sheri Fox and Katia in wild XXX anal and gaping newbie Connie McCoy. 60plus Jewel fucks, too!



SP206 Big-titted Elektra gets fucked in her hairy pussy and tight ass. 50something Honey Ray takes on the biggest black cock she's ever seen. New XXX photos of 60something Lola Lee plus an interview. Asian MILF Rose, Angelique Foxx and a XXX holiday DVD roundup.



SP208 For the first time ever, a real mother and daughter fuck in the same issue in two different layouts! Miranda Torri is 67, her daughter, Cassidy, is 45. Who's the better fuck? You be the judge! Plus, wrinkled 50plus Connie McCoy gets her gaping pussy drilled hard.



SP211 Hairy-pussied Asian Becca Rose fucks on-camera for the first time. Voluptuous, 50plus redhead Sunny Ray takes it up the ass. Georgette gets slammed by a huge, black cock in her first interracial. Hard-bodied Blake James spreads in a red-hot debut.



SP212 50something Lucy Holland enjoys a creampie. Rita Daniels, 60, gets fucked by two young studs and makes her cheeks pucker with cock. 1980s porn star Joanna Storm, now 50, takes it up her slut ass for the first time. New Bea Cummins photos.



SP215 55-year-old newcomer Carolyn gets naked on camera for the first time. Shana DuPlae loves cock and her toys. 50-plus Marina fucks a big, black cock. Long-legged hotties Opal Reins and Gianna make their debuts. Kinky Marina Rene has lots of pussy jewelry.



SP216 Jewel, 62, and Lola Lee, 67, two of our most popular GILFs ever, team up on a young stud. Summeran, 60, gets fucked by a big, black cock. Bea, 68, brings home a black stud and fucks him in front of her hubby. Anneke, 65, ass-fucked, and lots more.



SP217 Hard-bodied 50something wife and businesswoman Carrie Romano fucks on-camera for the first time. 76-year-old Sandra Ann fucks two young studs. MILF Blake James takes cock deep in her ass. Preview of the interracial DVD *Muthas Who Luv Brothas 2*.



SP219 First pics of 50-plus, hot-bodied blonde Jasmine Fields, plus an interview. 60-plus Lexi McCain gets a facial. 50-plus Lydia South takes it up the ass. Jodi West in GBB XXX with her hubby and her hubby's employee. And a preview of *Fuck My Old Ass #5*.



SP220 50somethings Honey Ray and Robin Pachino fuck two studs. Robin takes it up her ass while Honey gets a creampie! Sindy's massage turns into a mouth and pussy deep-dicking rundown. Shannon West ass-fucked. Plus, Ellie Anderson, Jackie Pierson and Shelly.



SP223 Unwrap newcomer Jenny Mason. Luna Azul gets a special gift for her 60th birthday: two big, black cocks! Donna Davidson is a sexy 60something who shows us a new way to wear pearls: inside her pussy! Hard-bodied, big-titted blonde Opal Reins gets fucked.



SP224 Rita Daniels, 61, and Lexi McCain, 64, are swinging friends who share a double-headed dildo and fuck a stud one-third their age. Connie McCoy gets a creampie. Hard-body Julia Butt returns, and she's 60 now. Deauxma gets a black cock up her ass.

OUR NEWEST ISSUES

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GAPING PUSSY PICS

SP225 Naughty Alysha returns and puts on a giant toy show. 50something Elle Denay gets fucked by two studs. Plus, housewife Ruthie Hays takes it in the ass, 50something amateur Jackie Pierson fucks a big, black cock and classy Katia returns.

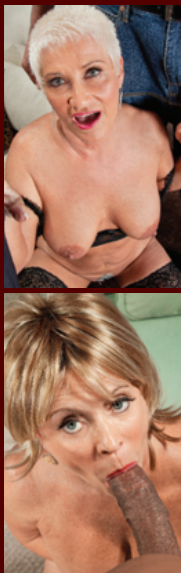


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ALL XXX ISSUE

SP228 Ten hardcore pictorials, plus a special pictorial featuring our oldest XXX gals ever. Trinity Powers in an anal 3-way, Lexi McCain fucks black cock, plus Ginny May, Jenny Mason, Ellie Anderson, busty wrestler Shelly, Sahara Blue, Andi Roxx and Tori.



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FEATURED ISSUE

50Plus MILFs #229

(Clockwise from above) 60something golden girls Jewel and Bea Cummins get together for the first time ever for three-way action; Redhead Sheri Fox gets ass-fucked by two young studs; Donna Davidson is a 60something newcomer who takes on two guys; Meet sexy newcomer Magdalene, a sexy Brit who loves big tits.



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SP231

FUCKIN' OLD LADIES

They're all over 60, and they're doing things women their age aren't supposed to be doing. Rita Daniels lets two studs take turns on her 61-year-old ass. Julia Butt gets a creampie from a guy young enough to be her grandson. First-timer Donna Davidson lets two guys she just met blow their loads all over her pretty face. Newcomer Bethany James enjoys a creampie. Golden Girls Lola Lee and Jewel show why they're such popular fuck grannies. Creampies, anal, three-ways, interracial and more...they're *Fuckin' Old Ladies*!



ALL 60PLUS MILFs! THREE-WAYS, ANAL & CREAMPIES



Donna
Davidson
65

First-timer Donna Davidson, a wife and business owner from Montana, is in the middle of her first photo shoot, and she's a bit nervous. When she notices that the young, black studio assistant keeps checking her out, she isn't sure she wants him around, but then she asks her photographer,

"Do you think it would be okay if Lucas was in the shoot with me?" It's okay with Lucas and it's okay with the photographer, too, who joins in on the fun. Donna finds it simply amazing how her nerves disappear when her old mouth and pussy are getting stuffed with strange cock.

Lola Lee
66





**Bethany
James**
64

You've never seen Lola Lee as hungry for dick as she is in this scene. This housewife gobbles down a 27-year-old's cock and balls like it's her last meal, then gets fucked and opens her mouth for cum. Sexy, long-legged Bethany James has the hots for her boss. When he returns unexpectedly

and finds Bethany playing with herself, he gives this first-timer just what she wants: cock and a creampie! Golden girl Jewel takes on a stud who's young enough to be her grandson. She lovingly sucks his big cock then moans like a woman in heat as he fucks her bald granny pussy.



Jewel
62



**Rita
Daniels**
61

Rita Daniels is bustier than ever and hornier than ever! This old slut dresses up in crotchless lace lingerie, before taking on two hung studs, and when they discover she's wearing a butt plug, they're all in! The guys fuck her mouth and pussy, then take turns on her well-used asshole.

Cum-hungry Rita takes their loads all over her face until she's glazed with spunk. Julia Butt loves fucking young guys, so we gave her a 20-year-old. The hard-bodied, big-titted blonde devours his cock with her mouth and pussy and ends up with a creampie! What a fuckin' old lady!

Julia
Butt
60



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Dateline

continued from page 8

is ready for real reality like that, my wife and friends invent envelope-pushing moves, like their pubic hair showing.

How about these other brazen moves they made last summer? Even young hotties were shocked as Jan and I stood in line at an amusement park and I reached around Jan and put my hands down her shorts and played with her pussy. A young mom turned around, blushed and whispered to Jan, "I should get that lucky!"

Or this: Charlene standing in line at McDonald's wearing a bikini top that clearly showed her super-sized nipples.

Maybe it's just the older girls who are willing to have more fun with sex than ever before. My mother-in-law, who's in her 60s, says her generation of mothers were "so concerned with the children, we forgot to have a great fucking time." She adored Hattie (50Plus MILFs #220) and sees DeAnna Bentley (also in #220) as a charm school grad. The older, the dirtier, the better.

We are all so happy to see older women stepping up and stepping out. Shannon West can join our circle of friends any time. Age looks even better with a young dick inside.

Let's hope public sex and nudity becomes more rampant since that's what most of us want. The older women in our neighborhood have no quibbles about showing the young girls what being sexy is all about. Let the celebration of liberation continue.—Jan and Scott, Marmora, New Jersey

SHE'S BEEN AROUND, AND HER SLOPPY GAPER IS PROOF

Dear 40Something,

Thank you from the bottom of my heart to my bloated balls for the "Sloppy, Gaping Pussies" special in 40Something #225. I think this pictorial hit right to the heart of the matter of what makes mature women special. Those of us who love them don't want virgins who don't know how to please a man. The women in your magazine have been around the block a few times, and they're sloppy, gaping holes are all the proof they need.

I love when a woman spreads her legs and her pussy opens right up. Now that's my idea of a black hole!—G.M., Oyster Bay, New York

40

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See this sexy, bootylicious amateur in her interracial scene from the new DVD *Muthas Who Luv Brothas 2* and more!

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Leilani Lei

She's 47 years old and still a

Before we get started with this issue's interview with Leilani Lei, here are a few things you might like to know about this wife and first-timer:

1. She's 5'1", 108 pounds.
2. She's in spectacular physical shape and extremely flexible.
3. That makes her, in a way, a fuck toy, the kind of woman who you can pick up and bounce on your cock.
4. She has one of the pinkest pussies we've ever seen, a fresh, tight, ultra-pink pussy that defies her age.
5. She has tiny tits (AA-cups, she says) but they're great tits. Firm with long nipples that are always hard.

Leilani came to our studio with her husband, and both of them were excited to be here, Leilani to pose nude for an international men's magazine and fuck some young studs, her hubby to watch. When she's not fucking, Leilani enjoys reading, listening to music, doing jigsaw puzzles and yoga. She likes men who have a lot of sexual energy. She says men love her feet.

And what would she love?

"To be gang banged," she said. "To be fucked in public like in the movie *Crank*. To explore another woman's body."

There's more, much more, of Leilani to come. But these photos and this interview are a great place to start.

40SOMETHING: Hi, Leilani. How are you?

LEILANI: I'm doing great.

40SOMETHING: I am, too. I'm sitting here looking at you in that little dress, and you're all folded up, almost Yoga-like.

LEILANI: I do a lot of Yoga.

40SOMETHING: At a gym or at home?

LEILANI: I used to go to a studio. Now I do it with DVDs at home.

40SOMETHING: You are in great shape, aren't you?

LEILANI: That's what they tell me.

[Laughs]

40SOMETHING: Who are "they"?

LEILANI: Just anybody. I am a webcam model, so I do get that a lot.

40SOMETHING: Can you stand up for a second, Leilani?

LEILANI: Sure. Would you like me to do a little turn for you? [She stands up and shows off her body]

40SOMETHING: Sure. But don't sit down yet. Are you wearing panties?

LEILANI: [She checks] Yes, I am.

40SOMETHING: I noticed those little tan lines, which leads me to believe that you usually wear panties that are even smaller than the ones you're wearing right now.

LEILANI: Yes, I do. My bathing suit is very tiny.

40SOMETHING: How tiny?

LEILANI: Very tiny. [Laughs]

40SOMETHING: Now, you live where?

LEILANI: Central Florida.

40SOMETHING: Do you go to the beach?

LEILANI: Yeah. Well, not really the beach in my tiny bikinis. I might get a ticket if I did that. But I have a hammock in our backyard, and I also go to a tanning salon quite a bit.

40SOMETHING: You're telling me that if you wore a little bikini with those tan



tiny, little fuck toy!

lines to the beach, you'd get a ticket?

LEILANI: I'm not positive about whether I would in Central Florida, but I used to live in Jacksonville, and I would definitely get a ticket there, so I don't go to the beach in thongs or G-strings. I wear something a little more conservative. *[She sits back down]*

40SOMETHING: Well, Leilani, this is your first time in *40Something*, so we'd like to get to know you. Let's go through the vitals. How old are you?

LEILANI: Forty-seven.

40SOMETHING: Proud of it, aren't you?

LEILANI: Very.

40SOMETHING: How come?

LEILANI: Well, I think I feel good, I think I look good. Well, I know I feel good, but I think I look good, and how many other 47-year-olds do you know who look like this?

40SOMETHING: I'm not answering that question. I'll get in trouble with all the other 47-year-olds who come in here. How tall are you?

LEILANI: I'm five-one.

40SOMETHING: How much do you weigh? Wait a second, let me guess: 98.

LEILANI: A hundred and eight.

40SOMETHING: Always guess low, guys, although I didn't think I was guessing low. You're married, right?

LEILANI: Yes, I am.

40SOMETHING: Your husband is sitting right behind me, isn't he?

LEILANI: Yes, he is.

40SOMETHING: And he's going to watch you have sex on-camera, isn't he?

LEILANI: Yep!

40SOMETHING: Has your husband ever watched you have sex?

LEILANI: No, he has not, never.

40SOMETHING: What do you think that's

"College kids, 18-year-olds, would tell me they loved me. I gave them an instant hard-on!"





going to be like for him?

LEILANI: I think he's going to like it. He's been looking forward to this. He's probably as excited as I am.

40SOMETHING: Well, how excited are you?

LEILANI: Very. It'll be my first time having sex in a studio on-camera.

40SOMETHING: Ever been a stripper?

LEILANI: No, never.

40SOMETHING: Ever been a swinger?

LEILANI: No.

40SOMETHING: A nudist?

LEILANI: I'm a nudist at heart. In my younger days, a long time ago, I used to go to a nudist colony in California on the weekends. That's where I'm from. I was born and raised in Los Angeles.

40SOMETHING: So you stopped going to nudist colonies?

LEILANI: Well, I got married, had kids, and my hubby wasn't quite into that, so I never went.

40SOMETHING: How many children do you have?

LEILANI: Two.

40SOMETHING: How do you







keep that body with two kids?

LEILANI: Well, after the first one, it was really easy. The weight pretty much melted off in the first three months. The second one, I had to workout a little bit. I had to workout and diet for the only time in my life for like six months. That was difficult.

40SOMETHING: You didn't workout or diet to get that body?

LEILANI: No. [Smiles] I drink a lot of

water. I eat breakfast. [Laughs]

40SOMETHING: Now, how did you come to 40Something? Did you find us or did we find you?

LEILANI: You found me. What happened was, I had gone on vacation, and I came back and had an email. Somebody had seen me online as a webcam model, saw the pictures that I had posted there and sent me a nice, long email telling me about 40Something and

how to get in touch with you and asked me if I was interested, and I replied back that yes, I was very interested, and it went from there.

40SOMETHING: Were you surprised to hear from us?

LEILANI: Yes, I was.

40SOMETHING: Did you even know that 40Something existed?

LEILANI: No, I did not. [Laughs] But I quickly Googled, and I really liked



what I saw. It was a very large company. Magazines, your online website presence with all the videos, so, yeah, I got very excited and kept my fingers crossed that I'd be chosen for real.

40SOMETHING: Well, Leilani, there was no question when it came to you.

LEILANI: Thank you. *[She blows a kiss]*

40SOMETHING: Now, the mere existence of *40Something* proves that there are a lot of men out there who love women like you. But you were already aware of that, weren't you?

LEILANI: Yes. I've been doing webcamming for over a year now, but I was actually very surprised especially by how many young men like older women. That took me by surprise. College kids, guys who would say they were 18 to 30, would tell me they loved me, they thought I was so hot, I gave them an instant hard-on. *[Laughs]* That makes a woman feel good, to know that with



all the beautiful, young women out there and available, younger men are still attracted to you.

40SOMETHING: You giggled when you said that.

LEILANI: I am a giggler. I giggle a lot, especially when I'm excited..

40SOMETHING: Are you a little shy, too?

LEILANI: Yes. I used to be extremely shy, and in my younger days, I never would have imagined that I would be here, posing nude, about to have sex with a stranger on-camera. It never would have crossed my mind. I would have said, "No, not me. Never."

40SOMETHING: What broke you out of your shyness?

LEILANI: I don't know. Time, age, experience with the world and doing different things and putting myself out there and doing something I hadn't done before. It gives you the confidence and it takes away that shyness.

40SOMETHING: Now, you're sitting there with your legs crossed. You're really flexible, aren't you?

LEILANI: Yes, fairly flexible. I can't quite put my legs behind my head but I can get them close.

40SOMETHING: What else can you do?

LEILANI: Well, I can't quite do the splits

yet, but I can spread my legs almost all the way but not quite at a ninety-degree angle. I can't get my feet behind my head but pretty close.

40SOMETHING: Can you keep that position while we're talking?

LEILANI: Sure! *[She lies back naked with her legs spread and her pussy and butthole exposed. See page 25.]*

40SOMETHING: Wow, Leilani, what a view! I am enjoying this far too much for a person who's supposed to be working. I betcha you've never been interviewed in this position.

LEILANI: I can't say that I have. *[Laughs]*

40SOMETHING: Are you comfortable?

LEILANI: Yes, very.

40SOMETHING: If you're not, let me know. Before you were a webcam model, what did you do for a living?

LEILANI: I was in loans. I was a mortgage loan processor.

40SOMETHING: That's not hot! Let's not talk about that. That's depressing.

LEILANI: Extremely, but I'm having a helluva lot more fun these days.

40SOMETHING: Now, having sex in this position...yes or no?

LEILANI: Yes.

40SOMETHING: Is it good?

LEILANI: It can be good if it's the right



"I keep my pussy tight. I do my kegel exercises. And my ass is even tighter!"

positioning of the guy. Sometimes I have to position the guy. Hubby does alright, but he has bad knees so this is not a good position for him.

40SOMETHING: So what should the guy's position be?

LEILANI: Typically straight in. Kind of a missionary. If you have your knees next to my legs, you'll slide right in, then hammer straight down.

40SOMETHING: You've been married for how many years?

LEILANI: Twenty-six.

40SOMETHING: Have you had many other men before today?

LEILANI: No, I have not, although I've had more over the past year than before that.

40SOMETHING: You're little, so I can imagine that a guy who has a big cock might be afraid that he's going to break you in half.

LEILANI: You know, the guys with the big cocks, I've discovered over the past year, really like the fact that I'm tiny, and they think their big cock is going to make me feel like I've never felt before in my life. I use big dildos for my shows, and big cocks are good, but honestly, I prefer an average-sized cock. Maybe slightly larger than average size. I don't like the huge ones.

40SOMETHING: By the way, could you spread your pussy for a second?

continued on page 70



Layla

41

YEARS OLD

Birthday: January 8 **Height:** 5'5"
Weight: 118 lbs. **Lives:** Baltimore, Maryland
Marital status: Divorced **Occupation:** Educator

"I usually dress conservatively in long skirts and turtlenecks. No one's ever seen me like this!"

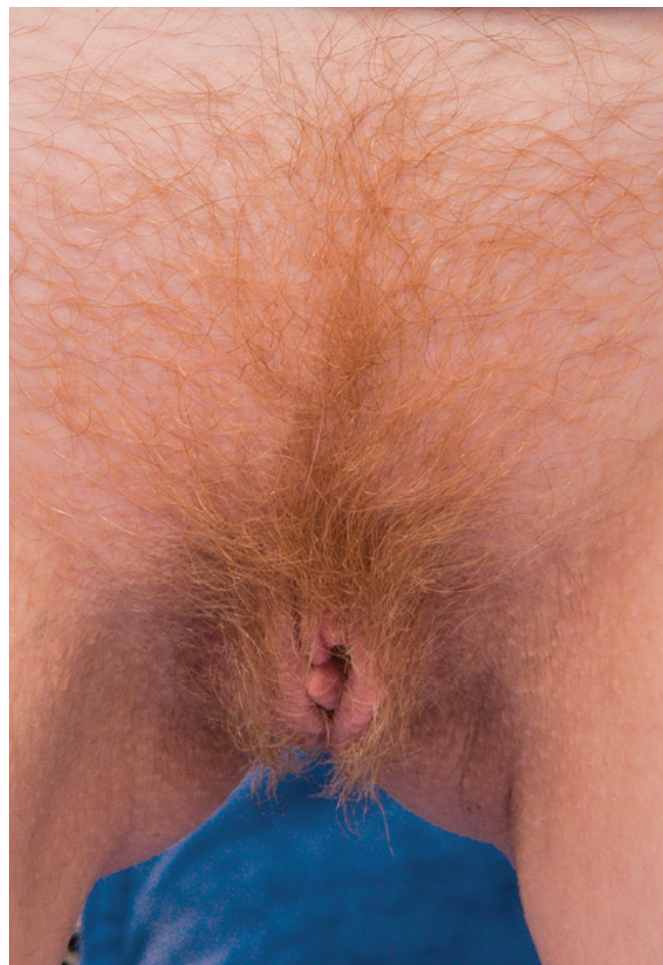


Meet Layla Redd, a former high school assistant principal. Layla used to spend her days keeping high school kids in check, and now here she is, taking off her clothes for a men's magazine for the first time. "I always liked the idea of getting into porn, so when I lost my job, I decided why not?" Layla said. "I'm 40, so I decided to make a huge change in my life. "When I was younger, I wanted to do this, but I wasn't brave enough to try it. You know, take the risk, and if somebody found out, I couldn't go back to having some regular, boring nine-to-five job. This is much more fun."



The truth is that while Layla was trying to keep her students under control, she was trying, without much success, to keep her wild side under control. Story of her life. "The first time I had sex was on a football field with the captain of the rival team," she said. "I'm a swinger. I love having sex with other men and having my boyfriend watch. I dress conservatively because I had to in my job, so a lot of people would never guess at the real me. They'd never think I would pose nude and have sex on-camera."









Many people who know Layla might wonder whether her carpet matches her drapes, but until now, they couldn't have known for sure. Many of them might have guessed that she has perfect B-cup tits, perky and firm, and here's the proof. "A lot of people I know would probably be shocked if they saw this," Layla said. "A lot more would pretend they were shocked because they already think this isn't something I wouldn't do. And some people would have to be all morally indignant about it. That really doesn't matter to me. I'm having a great time. That's all that counts."





Layla, who can be seen getting her former-high-school-assistant-principal pussy creampie'd at 40SomethingMag.com, enjoys rock climbing and watching football. She likes men who are bigger than her, and since she's 5'5" and weighs only 118 pounds, that rules out just about nobody. She fantasizes about having a threesome with her boyfriend and a woman her age and says she has sex "as often as possible. I like having cum on me. I'd love to be the center of a circle jerk with men cumming all over me." Sounds like Layla has found her true calling.



“I’m just a cum-loving Southern gal who loves getting ass-fucked by strangers.”



“I’m the sexiest older woman you’ve ever seen,” Trisha says. And how is she gonna prove it? “I want a big, beautiful cock for my mouth, my pussy and my ass. I wanna get fucked hard, fast and deep. My pussy is so wet. Where’s that big cock to fill it up?” Right this way, Trisha! Before long, she’s running her tongue up and down the shaft and filling her mouth with cock-meat. But can Trisha, who’s only 5’3”, handle a giant cock in her tight pussy and ass? No problem, according to her husband, who loves seeing his wife getting fucked. “She’s an out-of-control nympho who can’t get enough cock and cum,” he said.







Trisha's husband told us, "Trisha and I met in 2000, and when we started dating, I told her let's take it slow and get to know each other before we take the next step. Well, on our second date, we ended up back at my place to chat and have a drink. Trisha waited

about 10 minutes before dropping her jeans and showing off her beautiful ass. My cock got harder than granite in seconds, and she sucked and fucked my brains out. I found out that it's impossible for one man to keep up with her. That's why I share her around."





We always ask our models to fill out a questionnaire so we can get to know them better. Trisha's answers were as wild as any we've ever seen. What are her hobbies? "I like to ride my Harley and fuck a lot." What's her sexual fantasy? "Getting 10 guys off in 10 minutes." Her kinkiest sexual encounter? "There've been so many, I can't name them all." Her husband told us, "When we met, I asked her about her fantasies and what she always wanted to do. She told me she wanted to fuck guys with big dicks and suck them off and swallow their loads. I knew right away that I'd found the perfect woman."







It doesn't matter what color your cock is or how big it is. Trisha can take it in any one of her holes. "If I managed to take this monster cock in my greedy little asshole, I can take just about anything," Trisha said after spending about ten minutes wiping the cum off her

face. "I'm just lucky to have a husband who doesn't mind that I go around fucking anyone I want." We suspect that he's the lucky one. "He gets his share," she said. "Even if I've just fucked 10 guys, I'll give him some pussy. There's always plenty of me to go around!"



"I want you to jack off while I'm fucking and sucking these two cocks."



Alysha Morgan, aka Naughty Alysha, returned to 40Something in issue #225 and filled her very accommodating pussy with huge, plastic toys. Now she's back to play with the real thing, and her pussy is primed and ready. "I'm hoping they're going to be playing with my tits but also fucking me really good," Alysha says. "I hope you guys have some lube to be playing with yourselves, too, while I'm playing with them." She walks over to Sergio and Juan and says, "So, guys, are you ready to play with my big, fuckin' tits? Are you ready to fuck my pink, horny fuck hole?"









Alysha wants cocks in her face, so the boys drop their pants and she goes for the double blow-and-hand job. Juan eats Alysha's cunt while she blows Sergio, then she gets on all fours so Sergio can inspect her famous pussy while she has her lips wrapped around

Juan's rod. "Guys see me fucking gigantic toys and wonder, 'How am I ever going to satisfy her?' But the pussy is an amazing muscle. She will snap right back. It feels just as good when I'm getting fucked by a small cock as when I'm getting fucked by a big one."







Alysha knows it's not polite to leave a cock dangling, so while she's riding one hard-on, she's still sucking the other. Then she lies back so Sergio can deep-dick her tight cunt while she continues sucking Juan's log. And check out Alysha's big, round ass in the photo below. Check out how inviting her asshole looks. Unfortunately, Alysha allows only one man, her husband, to fuck her sweet asshole. Fortunately, Alysha's hubby is perfectly fine with guys fucking his wife's other holes. In fact, he was sitting just a few feet away while Alysha was getting double-stuffed by dick.



40 Something®
July 2012
Alysha







The guys take a few more strokes inside Alysha's pussy and mouth before busting their nuts all over her pretty, grateful face. "My husband loves seeing me with other men's cum all over my face, and I love seeing him fucking other women," she said. "We both like watching as much as fucking. Sometimes, we'll argue over who gets to fuck and who gets to watch." Of course, Alysha always has a line of men ready to fuck her. "People look at me and think, 'She's so sweet.'" She is. But she's so naughty.





SPECIAL SNEAK PEEK!

**Jeannie
Lou
62**

**Hattie
75**



**BRAND-NEW ISSUE OF 60Plus MILFs MAGAZINE
FEATURING OUR OLDEST GALS EVER!**

ON-SALE JUNE 12

Lin
Boyde
65



Miranda
Torri
68



Mandi
McGraw
70



Julia
Butt
61



Bethany
James
64



Georgette
Parks
67



Jacqueline
Jolie
63



**60
PLUS
MILFS**

WHERE GRANNY GOES WILD!



Lin
Boyde
65

"I'm an old slut, and proud of it," Miranda Torri, 68, told us. "I love when my boyfriend calls me an old whore." Her boyfriend is in his 20s, and he knows what the rest of us do: older is better! Which is why the second issue of **60Plus MILFs** (SCORE Special #233) is better. It's packed with the kind of mature, horny ladies you love. Ladies like Miranda, who fucks two mechanics. And divorcee Lin Boyde, who says she's "always ready for sex." And Bethany, who thought she was too old to model until she found out she's just right for **60Plus MILFs**.



Bethany
James
64



Miranda
Torri
68

Jeannie
Lou
62





Hattie
75



Julia
Butt
61

You'll find 60somethings and 70somethings of all kinds in *60Plus MILFs* #233. Jeannie Lou is a 62-year-old swinger and nudist who had never taken off her clothes for the camera until she walked into our studio. Hattie, 75, is a writer and sex coach who has

appeared on Howard Stern's radio show. She, too, had never posed nude until she walked into our studio. Julia is a 61-year-old, hard-bodied porn star who loves getting fucked in the ass by young studs. In this issue, two studs take turns on her horny ass!



Jacqueline
Jolie
63

Jacqueline Jolie is a brand-new 60something who was referred to us by Lin Boyde. Mandi McGraw is a 70-year-old granny who loves big, thick black cocks...especially when they're fucking her old ass! And swinging divorcee Georgette Parks, 67, perhaps our most popular mature model ever, returns to hardcore action by sucking and fucking a young stud's cock. **60Plus MILFs #233** goes on-sale June 12 at newsstands and adult stores everywhere. Or call us at 1-800-421-0760 (U.S. and Canada) or 1-305-662-5959 to guarantee your copy.



Mandi
McGraw
70

Georgette
Parks
67



“I can’t believe I’m trying on my granddaughter’s clothes! I hope I don’t get caught!”



Bea Cummins was just trying to be a nice mother and grandmother. You know, helping out around the house. Doing the laundry. But sex and being sexy are never far from Bea’s mind, so when she started folding her granddaughter’s laundry, she wondered, “I wonder how these clothes would look on me?” Now, it takes a lot of confidence for a 68-year-old woman to try on her 20something granddaughter’s clothes, but Bea has a body that any young girl would envy. So, big-titted Bea decided to have a little fun.





Sure, Bea's husband knows, but Bea's family is definitely not aware of all the naughty things grandma has been doing in our studio lately, like getting fucked by a hung, black stud while her husband watched and getting her old-but-tight pussy cream-pied and teaming up on a young stud with 62-year-old Jewel. They don't know that men all over are jacking to Bea's beautiful face and body and thinking, "Wow, grandma, what big tits you have!" But it's these two sides of Bea that make her so popular.








Looks like Bea's granddaughter's clothes don't fit granny...at least for the purposes of going out in public. Bea is too classy to walk around in public braless with her nipples poking through a tiny top. She prefers a more demure look when she's not in our studio. And that bra...it can't be any larger than a B-cup! Bea's tits are DD-cups! They're getting suffocated! It must be tough for a girl to have a grandmother who's so damn sexy, who's the fantasy of every man she meets. "I really don't think in those terms," Bea said. "I'm just Bea. All the other stuff just comes naturally."





A woman with short brown hair and a bright smile is lying on her back on a purple textured surface. She is unclothed, showing her breasts, midriff, and pubic area. She has a butterfly tattoo on her left side and is wearing a pearl necklace, a ring, and red nail polish. Her hands are resting on her hips. The background is a solid green color.

There's nobody in the house. Bea is all alone. So she decides to do what she's wanted to do all day: take off every bit of clothing, relax, lie back and enjoy some time with her pussy. "It's kinda naughty to think that I'm doing this in my granddaughter's bedroom," Bea said. "What if she finds out?" She won't find out, Bea. Most 20something girls don't read 40Something. "Part of the excitement of posing for the magazine and having sex on-camera is that I could get caught," she said. "I love being a sexy granny!"

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**JUST LIKE
A PUSSY!**



ORDER YOUR TENGA TOY ON PAGE 9

Leilani Lei Interview

continued from page 28

LEILANI: Sure! Would you like to see my pink center? *[She giggles and spreads her pussy wide]*

40SOMETHING: Yeah, I do. Wow, you are pink! Are you aware that there's different pinkness in women?

LEILANI: No, I'm not. But that's cool!

40SOMETHING: Your pussy is like an 18-year-old's pussy.

LEILANI: Thank you!

40SOMETHING: Anal or no anal?

LEILANI: No anal.

40SOMETHING: How about with toys?

LEILANI: Very small toys or a finger. And is it okay if I sit up?

40SOMETHING: Sure!

LEILANI: I keep my pussy tight. I do my kegel exercises. And the ass is even tighter than that, so just one finger!

40SOMETHING: Other than being here, what's the wildest thing you've ever done sexually?

LEILANI: It actually happened in Italy. My husband and I were driving through Italy on the autobahn at night, and we kept seeing signs that said SOS with a dirt area just off the highway. We hadn't seen each other in a few weeks and were so horny that we joked that the signs stood for "Sex On the Side!" Pretty soon, we had to pull into one of the first areas so he could bend me over the hood of the car and drill me right there on the side of the road with cars speeding past us. It was very exciting! I guess we could've been arrested and ended up in an Italian prison, but we weren't worried about that. We were just horny.

40SOMETHING: Is that the kind of thing you do often?

LEILANI: Not really, but how often do you get the chance to do something like that? I've had encounters with other women a few times, but mostly just kissing and boob play. One time, we kissed and used our fingers on each other's clits. That was fun. But I'm straight other than that.

40SOMETHING: Any fetishes?

LEILANI: Personally, no, I don't have any fetishes, but many of the men I've been with love my feet. Apparently, my feet are very desirable. The male model was just saying how much he likes my feet.

40SOMETHING: Your children...would they be surprised if they saw you here?

LEILANI: Actually, my daughter is very

continued on page 88

ARE YOU A SWINGING MILF? DO YOU KNOW ONE?

*Come
Swing our
way!*



Ruby, 40,
with J-Mac, 24

Valerie, 69,
with Lucas, 42

Shana, 51,
with Juan, 27

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Gia Marie is not only sexy, she has a sense of humor, too. We asked her what would be her dream car and she said, "A blinged-out Ford Pinto." A Ford Pinto? They haven't made those in over 30 years. Are there even Pinto on the classic-car market? "Just kidding," she said, smiling. "It's a Mercedes convertible." And the funniest pickup line she's ever heard? "Well, this toothless guy tried to flirt with me. I couldn't understand a word he was saying." Gia Marie's wildest sexual encounter has a touch of humor to it, too. "I was in the backseat of my car with a guy, and we were in a park, and we weren't really keeping track of time. We got locked inside the park!"





Gia Marie told us she keeps her pussy unshaved because "I've found most men like when a mature woman keeps her pussy hair. I've never shaved my pussy and I don't intend to, unless my soul mate turns out to be a guy who likes shaved pussy. But I don't think my soul mate would like shaved pussy." Gia Marie said she gets a kick out of it when a guy who's with her for the first time goes down on her and starts playing around with her pussy hair. "It's like they're on some kind of an exploration, looking for something," she said. "When they get to my pussy, they're fascinated."





"I like to show off my legs," Gia Marie said. "I wear shorts very well. Guys always say I have a nice ass. I try to wear high heels that compliment my figure and are easy to walk in, too. I like to wear clothing that shows off my curves. I like the attention, and it's also a good way to attract men." But Gia Marie is not an easy lay. "It takes a while to get me into bed. I'm the kind of woman who want to fall in love with a guy, or at least have strong feelings for him, before he'll get me into bed. But I'm worth the wait!"





"This is a dream come true not only for me but for my husband because I am his fantasy hot wife come true," said Kay, who was born in St. Louis, Missouri, lives in Connecticut and came to our studio and did everything a hot, horny woman could ever dream of doing. "My husband is the reason I am here today. He's the reason I do porn, and I'm having a blast." A blast? Well, at 40SomethingMag.com, two of our studs blasted their loads all over Kay's slutty face, and the other blasted her pussy and asshole with his cock before Kay opened her mouth wide for his cum...while hubby watched.





"I used to be very, very shy," Kay said. "I was the fat kid, and I was shy and bashful, then I met my husband in college, and he was a very patient man. The first five years we were married, it was only lights-out when we had sex, but over time, I got more comfortable

with my sexuality, and it was just an evolution. I didn't start squirting until I was in my 40s. I'm multi-orgasmic now. I love to have sex as much as I can, and I love to perform. I love having sex in front of an audience. I think that's really hot. I like to blow men's minds."







How does Kay blow men's minds? "If they gave out Academy Awards for sucking dick, I would win an Oscar," she said. "I love all the different sexual acts, but I absolutely adore giving head. I deep-throat, and when I'm turned on and I deep-throat, I squirt. My hands aren't even on my pussy. It just happens. And when I'm really turned on, my throat opens up like a woman's pussy opens up, and I use my mouth to fuck a man's dick the way a man uses his dick to fuck a woman's pussy." Like Linda Lovelace in the movie *Deep Throat*? "There are definitely similarities."





Kay loves playing beach volleyball and watching NFL football (her favorite team is the Pittsburgh Steelers, and she says, "I'd love to be the cream filling in their Oreo any time!"). She enjoys nature, gardening and crafts. She loves giving blow jobs to strangers. "My husband and I will go to a vanilla bar—not a swingers' bar—and find a guy, then I'll approach him and see if he's interested in getting a blow job. I've never had a guy turn down a blow job, ever." But there's one small problem with that. "Once a guy gets a blow job from me, I'll have ruined him for anyone else." Kay, we'll take that chance.





Leilani Lei Interview

continued from page 70

proud and excited for me. She knows that I'm here.

40SOMETHING: How old is she?

LEILANI: She's 22.

40SOMETHING: What did you tell her?

LEILANI: I told her that I got my first video and photo shoot. I didn't say anything more than that. And she said, "Wow! Way to go, Mom!"

40SOMETHING: That's cool.

LEILANI: It is. She had actually called me six months ago. She had gone on a modeling job for photos, and apparently they really liked her because she's adorable. I think she's beautiful, and they told her that if she was ever interested in doing movies, they could hook her up with some of their contacts, and she said, "Well, I'm not interested, but my mom is." So she called me to tell me all about it.

40SOMETHING: X-Rated movies?

LEILANI: Yes.

40SOMETHING: How did she know you would be interested?

LEILANI: She knows what I do. I've



always been open with my kids. She knows about my webcamming.

40SOMETHING: So you don't have to worry about somebody seeing you in the magazine or on the website?

LEILANI: No I'm fine with that. I have nothing to hide.

40SOMETHING: What did you imagine having sex on-camera would be like?

LEILANI: You know, I came here with no expectations whatsoever. I just came here with an open mind and to have fun. And so far, it's been a blast.

40SOMETHING: We know you like Yoga and tanning in tiny strips of cloth. What else do you like?

LEILANI: I love the beach. I love the sun. I love Harleys.



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40SOMETHING: Do you and your husband have one?

LEILANI: Yes, we do. He drives. I ride on the back. It's a little too big for me. [Laughs] And I love to read horror novels. I love to read vampire books.

40SOMETHING: Oh, no, you're another woman who loves vampires!

LEILANI: Dean Koontz, Stephen King, Peter Straub are my favorite authors.

40SOMETHING: You know, in my next life, I want to be a vampire because vampires get all the women.

LEILANI: If I ever ran into a vampire, I would say, "Bite me!"

40SOMETHING: What is it about vampires that women love?

LEILANI: To me, it's the longevity of life. Seeing that much history in a lifetime. That's what gets me about vampires, that they've seen so many things, but I would have to give up the sun to be with a vampire. I don't know if I could do that. [Laughs]

40SOMETHING: How about Harleys...is there anything sexual about riding one?

LEILANI: Oh, yeah, the vibration. You feel this powerful, strong vibration of the engine all through your body, but then again, I like the sound of race cars, too. If I go to a racetrack and hear those engines going around and around the track, I'll get wet.

40SOMETHING: Ever cum on a Harley?

LEILANI: No, I've never cum on a Harley. Well, okay, there was one time a hand reached behind and helped me out while we were riding. [Laughs]

40SOMETHING: What were you wearing?

LEILANI: Jeans. Short skirts aren't practical on a Harley.

40SOMETHING: So, you're having fun, aren't you?

LEILANI: I'm having a great time. I love being here. And I have no trouble being naked. A body's a body.

40SOMETHING: No, Leilani, your body is not just any body. And it's hard to believe those abs come from no exercise.

LEILANI: They do! Wanna know a trick? For years, I would suck in my belly and hold it in for as long as I could, as many times as I could during the day, and I did that for a long time, and I've never had a problem with keeping a flat stomach since then.

40SOMETHING: Still sucking in?

LEILANI: No, not now.

40SOMETHING: Well, Leilani, it's great having you here.

LEILANI: Thank you for having me! It's been awesome!

40



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Stacie

43
YEARS OLD

Birthday: April 14 Height: 5'5"
Weight: 138 lbs. Lives: Washington
Marital status: Married Occupation: Office manager

What happens when Stacie's step-son leaves her alone with his friends? It's game on!



Alex invited his friends, Lucas and JMac, over to watch the game, and Stacie, being a good step-mom, has prepared some snacks. But Lucas and JMac aren't watching the game, and although they're hungry, their hunger can't be satisfied by food. "Dude, your mom is hot," Lucas says. "She's my step-mom, actually, so I'll let you say that shit this time," Alex snaps, a bit angry. Well, a few minutes later, Alex gets a call from his father. Dad's car has broken down. Alex is gonna have to leave ...gonna have to leave his buddies alone with Stacie.



So Alex leaves, and Stacie is at a table near where the boys are sitting, cutting coupons, looking over her shoulder at the boys, who are starting to get the message and sending a few of their own. "Dude, are you thinking what I'm thinking?" JMac says. "Yeah," Lucas says, "but you think she'll go for it? I mean, she's his stepmom." But the boys don't have to make the next move because Stacie makes it for them. Before they know it, Stacie is on her knees, snacking on their cocks, and now the party's really starting!










What Lucas and JMac didn't know, what they couldn't possibly have known (and what Alex definitely didn't know), is that Mrs. King loves getting double-fucked and loves having cock in her ass, and she especially loves sucking one cock while another is in her ass. You

know, this Mr. King fella...he's really gotta take better care of his car. Otherwise his new, MILF wife is gonna end up fucking all his son's friends. "I'm horny all the time," Stacie told us. "I've been horny ever since my kids went away to college and I rediscovered my sexuality."

A photograph of a woman with blonde hair and freckles, wearing large hoop earrings and a gold bracelet, performing oral sex on a man. She is looking up at him with her mouth open. Another man is visible in the background, looking on. The woman is wearing light-colored lace underwear. The scene is set in a room with a green wall and a patterned rug.

What's going on in the game? Who knows? Who cares? The only thing these guys know is that they scored big with their friend's step-mom, and, no, Alex does not need to know what they did to Mrs. King's ass and that they came all over her face. "This is something I never would have dreamed about doing when I was in my 30s," Stacie said. "Let me tell you something: I was missing out." These days, Stacie doesn't miss out on anything, but..."I think doing this scene gave me a few new ideas," Stacie said.



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Chocolate Stuffed MILFs #2 RATED XXX



Connie McCoy

Grandma wants chocolate...as in big, thick, black dick. Ladies from all walks of life—moms, grannies, divorcees and wives, even a deep-throating 76-year-old—with a hunger for chocolate cock to jam their mouths and cunts... maybe even their assholes. Stars **Georgette Parks, Deauxma, Connie McCoy, Lola Lee, Debi and Sandra Ann.**
120 MINUTES

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60Plus MILFs #2 RATED XXX



Miranda Torri

Five housewives, grannies and swingers from 60-year-olds **Luna Azul** and **Rita Daniels** to 76-year-old **Sandra Ann** get their mouths and pussies stuffed in wild threesomes with men half their age. **Miranda Torri** gets her car checked and ends up with her old cunt filled by the mechanics' dicks. And **Bea Cummins** is a classy-but-cock-hungry slut. **129 MINUTES**

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Stuffed MILFs #2 RATED XXX



Sindi Star

Six regular women—the kinds of sexy ladies you see at the store or work every day—are sluts at heart who turn their wild sides loose. For many of them, it's their first time fucking on-camera... because most ladies don't do this kind of thing. Creampies, hairy pussies and more. Stars **Tori Baker, Ginny May, Gina Rome, Tracy Tello, Natasha & Sindi Star.**
120 MINUTES

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50Plus MILFs #2 RATED XXX



Victoria Peale

They're the women you see in stores, at the beach or just around town. Women like **Connie McCoy**, 55, whose kids would be shocked to see her doing this. **Victoria Peale**, 58, is having sex on camera as a wedding present to herself. **Rita Daniels** enjoys her first interracial. **Jessica** takes it up the ass. Plus redhead, **Calliste** and **Lin**, 63.
120 MINUTES

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Seniors & Juniors RATED XXX



Chanel Carrera

Older women crazy over young cock. **Honey Ray** seduces her granddaughter's boyfriend. **Gia** offers up her big tits and hairy pussy to her neighbor. **Luna** spreads her pierced pussy for her hubby's employee. **Chanel** has a fling with the gardener and gags on his cock. **Sasha** needs her hot tub fixed and her bikini body fucked. **Raven's** asshole is filled.
103 MINUTES

\$39⁹⁵ PLUS S&H

Sixty & Swingin' RATED XXX



Georgette Parks

Our most popular 60somethings in their wildest scenes ever. **Bea Cummins** goes shopping and brings home a hung, black stud to fuck...while her cuckold hubby watches. **Jewel & Lola Lee** share a lucky stud who's less than half their age! **Georgette** gets a double helping of man-meat. **Miranda** gets filled by a black cock. **Mandi** gets it in her ass.
107 MINUTES

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A Creampie For Granny 2 RATED XXX



Lola Lee



Luna Azul

If you fuck an old chick and shoot your load deep inside her cunt, that's normal. But if you do it on-camera, that makes it hotter, wilder and nastier, and she'll open up her used, sloppy pussy and let you watch cum pour out of it. Six mature broads, all in their 60s—**Deanna Bentley**, **Lexi McCain**, **Bea Cummins**, **Lola Lee**, **Jackie** and **Luna Azul**—get their old cunts fucked and creamed. **120 MINUTES**



Deanna Bentley



Bea Cummins



Lexi McCain

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50Plus MILFs Anal Edition 3 RATED XXX



Trisha

Six 50something moms and divorcees from all walks of life get their horny buttholes filled and drilled. Stars **Trisha**, **Shannon West**, **Trinity Powers**, **Ellie Anderson** and **Jasmine Fields** in hard-pounding anal action. Plus in one of our hottest scenes yet, **Robin Pachino** takes it in her ass and then eats **Honey Ray's** creampie. **129 MINUTES**

\$39⁹⁵ PLUS S&H

50Plus MILFs #3 RATED XXX



Carrie Romano

Carrie Romano enjoys her first on-camera fuck and a sloppy load on her big tits. **Jackie Pierson** is a curvy blonde who never thought she'd be in a movie like this. **Elle Denay** sucks and fucks a big, black cock. Big-titted **Lydia South** gets a facial. Redhead **Sheri Fox** gets ass-fucked upside-down. **Jasmine Fields** takes a creampie in her first on-camera fuck. **120 MINUTES**

\$39⁹⁵ PLUS S&H

A Creampie For Granny RATED XXX

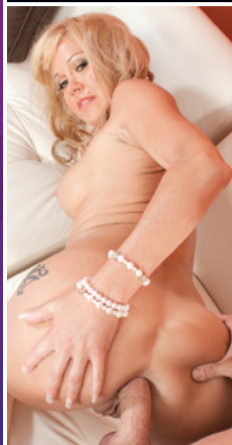


Charlie Charm

Six horny women in their 50s and 60s want creampies...hot, sticky cum deep inside their pussies, and when you're done mixing your man-juice with their cunt sauce, they want you to sit back and watch it pour out. Stars **Jewel**, **Carolyn Khols** (in her first-ever scene), **Lani Maru**, **Connie McCoy**, **Charlie Charm** and **Lucy Holland**. **115 MINUTES**

\$39⁹⁵ PLUS S&H

Fuck My Old Ass 4 RATED XXX



Jenny Hamilton

The best-selling MILF series ever continues with six more real 40somethings—housewives and divorcees—taking huge cocks in their mature assholes for the first time on video. Dirty-talking slut **Ruby Thompson**, **Jenny Hamilton**, **Pepper Payne**, **Nastaya Simmons**, **Debbie & Angelique** talk dirty and get what they crave! **120 MINUTES**

\$39⁹⁵ PLUS S&H

Fuck My Old Ass 5 RATED XXX



Blake James

Six ass-fucked 40somethings. **Ruthie Hays** is a housewife who loves dick in her butthole. **Jade** is a hard-bodied blonde with a hankering for anal action. **Cristy** is a bored housewife who wants bone in her butt. Asian **Becca** gets ass-fucked while her cunt is being shaved. **Elektra** has huge tits and a hairy pussy. **Blake James** is the ultimate anal MILF. **120 MINUTES**

\$39⁹⁵ PLUS S&H

41-TO-76
YEAR OLDS



LEILANI 47
HORNY
WIFE'S
SUPER
FLEX
PICS!

INSIDE THIS ISSUE OF 40SOMETHING



ALYSHA
AGE 41



BEA
AGE 68

**JAM-
PACKED
WITH
XXX
3SOME
ACTION!**



STACIE
AGE 43



GIA MARIE
AGE 46



JULIA
AGE 60

CREAMPIES, ANAL AND 60SOMETHING LADIES WHO LOVE TO F*CK!



LAYLA
AGE 41



KAY
AGE 48



TRISHA
AGE 56



BETHANY
AGE 64